



## **Board of Directors Meeting**

The monthly meeting of the Board of Directors of the Nashville Rowing Club ("NRC") met at 7 p.m. on February 13 at Norris Architecture, 620 8<sup>th</sup> Ave. South.

Meeting called to order by President David Franklin at 7 p.m.

Roll call voting members in attendance: David Franklin, Anne Campbell, Lisa Delaney, Don Sullivan, Brad Norris, Dawn Foster, Tom Padden, Kren Teren, Phil Hertek

NRC coaches in attendance: Eric Gehrke, Rob Kuhlman

Others in attendance: Maggie Davidson, Laura Kovar, David Rowland

### **1. Minutes Approval**

Motion to: Approve minutes from January monthly meeting, Annual Membership meeting on January 25, and Special meeting on January 27

Made by: David F.

Second: Kren

Motion approved.

### **2. Use of ad hoc committees**

David recommends we create ad hoc committees to work on important issues and increase efficiency. All were in agreement re: this approach. Each ad hoc committee will be chaired by a BOD member and will include members from the Masters and Juniors sides for cross pollination.

### **3. Old Business:**

A. Recap of MAB election.

After the BOD election at the general membership meeting on January 25, it appeared that there were six remaining MAB candidates for the six open slots. The Nominating Committee recommended that the six candidates be elected by acclamation, a recommendation that was agreed to by the members present. Unfortunately, it was later brought to the Board's attention that Mark Ragland's name was inadvertently left off the original ballot, and so there were seven viable candidates for the six seats (Jennifer Core, Maggie Davidson, Dietmar Kuttleswascher, Lynnissee Patrick, Mark Ragland, Kren Teren, Elizabeth Thies). A new election was announced via email on 2/5/2014. Members voted either

online or via paper ballots collected on 2/8/2014 at a Masters gathering at Jed's. Voting closed at 5 p.m. 2/9/2014. Winners were: Maggie Davidson, Dietmar Kuttleswascher, Lynnisse Patrick, Mark Ragland, Kren Teren, Lizabeth Thiess. Winners announced via email to the Masters members on 2/11/2014. Kren Teren was subsequently re-elected as MAB chair. Kren reiterated that any one who wants to participate on MAB is welcome.

## B. Bylaws

David discussed the need for an ad hoc committee to address issues raised regarding the new bylaws. It is especially important to keep our 501c3 status in mind when revisions are made and bylaws are closely vetted. Going to migrate to new tax filing next year, filing DBAs for the NJRAA, have a new structure—all these things can trigger audits. It is unique for a rowing club to have a 501c3 status—important to keep it for fundraising and donation.

Committee should pick it apart as much as they can to test operationally and also figure out what is bylaws and what is policy—policies can be more easily changed and resubmitted than bylaws.

Kren volunteered to head up committee. Target time frame is April 15, so we might be able to submit new bylaws with tax filing in May. Kren to capture list of potential fixes as Google doc and share with board members so all can contribute.

Don discussed the history of the non-profit status: The club was first chartered in 1986, and at the time, you could get nonprofit status for sports club. Bob Tuke allowed Don and others to have the charter in 2008, and Mary Evins did a lot of work to get us to qualify. Don pointed out that they had discussed the bylaws/non-profit status with an accountant and lawyer at one point, and the lawyer said there may be an issue with classes of membership, etc. Could potentially have some problems.

It was suggested by Don that we consider working with a consultant, perhaps through the Center for Nonprofit Management. Eric and Don attended an event there. It was discussed at the event that there is a difference between a member-oriented nonprofit and a service-oriented nonprofit (one whose mission involves serving people external to the organization). One question out of that meeting is whether the NJRAA students have an advisory board, and how do they speak in the organization?

Organization first has to be evaluated by the Center for Nonprofit Management to confirm nonprofit status. David also mentioned Debbie Farringer at Belmont Law School as a consultant that may help—might do as a case study for students. It was suggested that we identify issues ourselves before incurring expenses with consultants. Any decision to hire consultants will be made by the board once the bylaws ad hoc committee completes its review.

### C. Annual calendar

Eric presented an annual calendar for 2014 (also shared as a Google doc and attached to these minutes). Includes regattas, board meetings, potential date for all-hands meeting.

It was discussed that we find a fall regatta back up if we don't get into the HOOCR —Eric mentioned potential regattas in Oklahoma City and Virginia. Dawn suggested that Miami head race could be secondary option—she has connections since she used to row there.

## 4. General communication

David reiterated the desire to avoid problem solving in emails. Email should be used prudently so we can work efficiently and so that information is not lost. It was suggested that we have one round of discussion, and if there are further issues, they should be dealt with in a phone call or meeting (Tom P. referenced the recent email string re: the MAB election).

He also suggested that as board members if we are aware of questions and concerns from the membership, those questions and concerns should be brought to the board for us to work through. We should be mindful of key opinion leaders in the club and involve them up front in committees, etc., as they represent the general membership too.

Phil suggested that we channel issues to David or Eric when appropriate, and then a decision can be made regarding what to do from there. Maggie Davidson pointed out the need for appropriate channels of communication, and that the Masters can bring issues to the MAB, and then Kren as lead chair can bring to the board. Ad hoc committees can address issues appropriate to those committees.

Eric pointed out that within NJRAA there is a membership liaison (Mike Alles) who serves as a filter for Eric. He suggested the MAB have one too, so members have a place to start. Then if warranted, issue can be brought to Eric or David.

Dawn suggested that once we set up ad hoc committees we make it visible and publicize who the lead person is.

It was also discussed that communication should be consolidated so that it is clear who is speaking with an official voice. Eric pointed out that it is disarming and blindsiding to have emails coming out from different addresses.

Information on current ad hoc committees with contact information will be included in Quick Catch newsletter and eventually on website. David has to approve ad hoc committee that affect the membership through the board.

Lisa discussed the Quick Catch newsletter reflecting the club as a whole. Advisory boards will be asked to identify a representative in charge of communication, and publication deadlines will be set so that they can contribute to newsletters. Lisa to follow up with Phil, Kren and the rest of the board re: deadlines for publication. We also discussed a “membership-plus” email list, and that the newsletter should go to a broader group, people in the mayors' office, etc.—not just active members.

David will place PR on the agenda for the next meeting.

### **5. Budget review/Quickbooks migration: Don**

--Winter training league (Masters)—estimated income is \$1775; expenses (coaching, facilities): \$1640; we may end up with a surplus of \$140/\$150 or break even in worst case scenario.

--Clothing inventory: approx. \$3000 surplus

--David suggested we report inventories on cost basis

--2013 is the last year can file post card tax return. In 2014, we will have to do either full return or EZ depending on how much money flows through

--Conversion to quick books—Eric and Don are working with Dave Howard to set up classifications working on setting up proper accounting practices.

Will combine payroll services and bookkeeping services and do this for \$40/month (saving on payroll and bookkeeping).

--Consolidating bank accounts so that there are not separate accounts for NJRAA and NRC. Added NJRA as subset DBA for NRC.

--Spendable balance on hand for Masters \$2811; \$5100 for boat house, \$1000 reserves

Eric noted that the juniors \$26,000 in bank, with \$17,000 of that uncashed checks (for new boat purchases)--actual cash is about \$5000 in terms of uncommitted funds.

### **6. 2014 Dues proposal**

Don discussed the 2014 dues proposal. Estimating \$28,728 annual to run the entire club. With an estimated 120 members, that comes out to \$240 base membership/or \$20 per month. This amount builds in contingencies for additional services like consultant for bylaws revisions, etc.

It was discussed whether we want to increase dues to allow for equipment purchases. Don noted that there are two ways to do this: Can do solely on fundraising or solely on assessment. If we build in equipment funds as part of dues, people can't take deduction. We probably want a combination. One option is to charge over and above and designate that a certain amount be put into restricted funds for equipment. Suggested that ad hoc committee on finance discuss this question.

Juniors have already been assessed amount of \$120 for spring.

Kren noted that per a motion made and approved at a previous board meeting, any increase in dues should first be announced at annual meeting; we did cover this in annual membership meeting treasurer's report January 25.

Motion to: Set the base dues rate for masters and fulltime juniors at \$120 for the period January 1 through June 30 2014.

Made by: Don

Seconded: Tom Padden

Motion approved.

Don agreed to draft an announcement of this to the masters, letting them know that juniors have been assessed and paid (secretary will send out). Deadline to pay the \$120 for the second half of our new fiscal year (Jan. 1-June 30) for Masters is March 15. Membership rates for student and non-resident will stay same.

## **8. Cash flow**

David volunteering to head up committee to produce cash flow document. Need to project what cash flow will look like by the month over the next 18 months. Committee will complete this in the next 30 days. Committee consists of David (chair), Phil, don, Eric, Brad.

### **A. FT Coaching Contracts**

It was discussed that coaches (Eric and Rob) do not have contracts despite arriving on August 1. Cash flow has to be figured out before committing to contracts. We have to give coaches some kind of commitment, and we will aim to resolve cash flow question sooner than 30 days.

Don noted that Eric and Rob's compensation (as permanent staff) has three legs, junior, masters, club itself. 2014 budget includes salaries for ED and Assistant ED. Missing is compensation coming from the masters side. The masters pay programmatically, and program pricing for 2014 has not been determined.

Eric noted that most rowing coach contracts are seasonal, receive a seasonal stipend rather than monthly payment. Standard high school rowing coach is paid \$35,000/year. Eric submitted salary goals for him and Rob—will back it up.

Motion to: Pay Eric and Rob run rate for fall

Made by: Don

Second: Phil

Motion approved.

### **B. Part-time Coaches/Commitments**

Eric discussed the need for an additional coach for the Masters to coach 2 nights/week \$1500. According to current Masters program plan, we will have 5 masters programs with two coaches currently. David noted that we can't approve of hiring additional coaches until cash flow has been figured out.

Eric noted that it's likely we will need to hire another coach for the juniors: need a coach every 16 kids.

Eric and Rob expressed concern that we pay Roz ASAP (hiring approved at January BOD meeting). Budgeted salary \$2000.

Motion to: Pay Roz in accordance with agreement

Made by: Phil

Second: Don

Motion approved

### **9. Signature policy**

David noted that longer term contracts (ie., Shelby Bottoms contract) need to be approved—president of the club can be the ultimate signer, but David suggests having signature from each board member as evidence that all board members approve

For general commitments on behalf of the club—within a certain sum, the ED, president, or Treasurer should be able to approve

David suggests an ad hoc committee to work on signature policy—so that there is accountability. Tom and Don will work on this.

Phil noted that when we have a good budget process, we can operate on an exception basis, but right now, caution is a good idea.

### **10. Club branding**

Concern was expressed about the amount of branded items in inventory, also consistency of branding among Masters and NJRAA. Dawn noted that we need to have one brand identity for the club. Eric noted that the juniors have a tight policy on branding, headed by branding chair Matt Hullfish.

Dawn volunteered to head up ad hoc committee and work with the NJRAA to create one singular brand. Will also ensure that no commitments are made on behalf of the club by individual members without approval.

David Rowland noted that uniform orders through JL take six weeks.

### **11. Trailer condition**

The NRC trailer is unsafe to drive, and not fixable. This is a very large, but long-term investment for the club: new trailers run \$20,000-\$30,000. The used trailer market is tough—used trailers go fast. This will be discussed further under fundraising at March BOD meeting.

### **12. Masters Rowing programs**

Kren discussed 2014 plan for Masters rowing programs created with the help of Maggie and Anne. The newest program is a Masters development program, a coached program 2X per week for people coming out of learn to row who may not be ready or interested in competitive program. Suggested that this program could be run by volunteer coaches and used to develop coaches within the club.

Eric noted that the most important program for paid coaches is the masters development program. He cautioned against staying with volunteer coaches, saying that the development program most important program of all, and that we should not have inexperienced coaches working with the least experienced rowers. Should be considered a “minor league” system for the competitive program.

A new feature of the competitive program is a trial period of 4 to 6 weeks in which coaches will evaluate rowers. They will gauge skill, interest and commitment, and then place rowers in lineups for regattas members are able/willing to attend.

Eric noted that we will emphasize that each boat may practice on their own (without a coach) as much as they like. This will bring coaching fees down.

Kren noted that many Master's wait until better weather to commit to program, and that we may miss people in the first few weeks of the trial period. Important to communicate that people need to participate beginning first weekend of March to be placed in lineups for the season/year.

### **13. Coxswain development**

It was noted that Breezie Walsh has asked for a letter of recommendation from Eric as a coxswain. Eric is concerned because Breezie has not demonstrated the commitment he expects from coxswains in the junior program, and that she has not advanced as quickly because of her limited time in the boat. He has informed her parents that he is not comfortable recommending her. It was discussed that the Walsh family has been of great support and dedication to the club, and that we don't want to offend them in any way. But as board members we need to be aware of this issue and offer a consistent message. Eric noted that his junior coxswains may be available to start helping cox the Masters.

### **14. Membership duties**

Membership duties performed by Margaret were briefly discussed. Maggie will take the majority of these on, and will start populating Masters' roster when dues are taken.

### **15. BOD Responsibilities**

David asked Anne to create a basic overview of BOD responsibilities as a starting point using the website David referenced in previous email (<http://www.bridgespan.org/Publications-and-Tools/Hiring-Nonprofit-Leaders/Nonprofit-Job-Descriptions/Board-Member-Job-Descriptions/Board-Job-Descriptions.aspx#.UvxLyjn7UTE>).

### **16. Other**

Agenda item for next meeting: Maggie Davidson suggests policy on infection control/safety

Meeting adjourned 10:15 p.m.